

LUKAS, MCGOWAN, NACE & GUTIERREZ

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WASHINGTON, D.C. 20036
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MARILYN SUCHECKI MENSE
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B. LYNN F. RATNAVALE

* NOT ADMITTED IN D.C.

CONSULTING ENGINEERS
THOMAS G. ADCOCK, P.E.
MEHRAN NAZARI
ALI KUZEHKANANI
SHAHRAM HOJATI, D.S.C.
LEROY A. ADAM
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OF COUNSEL
JOHN J. MCAVOY
J.K. HAGE III⁺

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WRITER'S DIRECT DIAL

(202) 828-9471

July 22, 1997

HAND DELIVERED

David Furth, Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
7th Floor, Room 24
2100 M Street, NW
Washington, DC 20554

**RE: TELECELLULAR
EXTENDED IMPLEMENTATION REJUSTIFICATION
PETITION FOR RECONSIDERATION**

Dear David:

In anticipation of our meeting tomorrow, I am forwarding a copy of the letter we received recently from TELECELLULAR's attorneys in Puerto Rico. The letter confirms that the Court has granted TELECELLULAR's request for partial summary judgment and has dismissed all of the petitioners' claims. Although those determinations may be appealed, the Court's decision enables TELECELLULAR to proceed with the financial and technical activities that will permit deployment of its proposed digital, wide-area SMR system in Puerto Rico.

We will provide you with a translated copy of the decision as soon as it is available.

Best regards,


Elizabeth R. Sachs

Attachment

cc: Roger A. Crane

BUFETE BENNAZAR, CSP

Law Offices
P. O. Box 194000 Suite 212
San Juan, Puerto Rico 00919-4000

Tel: (787) 754-9191
Fax: (787) 754-9325

A. J. Bannazar Zequeira
José R. García Pérez
Ruth N. De León Guzmán
Luis E. Pedrón Rosado

July 15, 1997

HAND DELIVERY

Mr. Roger Crane, CEO
Mr. David I. Barrett, CFO
TELECELLULAR DE PUERTO RICO, INC.
2314 Northshore Drive
Kingwood, TX 77339

Re: Telecellular, Inc., et al. v.
Telecellular de Puerto Rico, Inc., et al.
Civil No. KEP 96-0263(904)
Superior Court - San Juan
Our file number: 5-2227

Dear Messrs. Crane and Barrett:

Reference is made to our prior opinion letters to you of May 29 and June 30, 1997 and April 17 and August 20, 1996 concerning the above referenced litigation. The case was started with a Petition for injunction and then an amended complaint against Telecellular de Puerto Rico, Inc. (TPR) and related persons and entities, seeking to invalidate the Joint Venture Agreement entered into on May 26, 1995 between TPR and 15 corporations holding FCC licenses to construct and operate in Puerto Rico a digital wide area specialized mobile radio ("SMR") service system (the "License" corporations) and related agreements. TPR filed a counterclaim seeking a declaratory judgment declaring the validity and enforceability of said contracts and requesting a damages award against the initial plaintiff, an entity calling itself "Telecellular, Inc., a Delaware corporation" and several license corporations that joined in the amended complaint.

After several incidents that are described in our prior correspondence, the only plaintiffs left in the case were the entity calling itself Telecellular, Inc. and 3 license corporations: Caribbean Spectrum, Inc. wholly owned and represented by its sole director Paul Conrad, Island SMR, Inc. and Island Digital Communications, Inc., both represented by their respective directors Robert Pennock and Ramón Rivera Mulero. With

Mr. Roger Crane, CEO
Mr. David L. Barrett, CFO
July 15, 1997

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respect to the latter two, the Court dismissed the complaint. With respect to all 4 plaintiffs, the Court entered their default concerning TPR's counterclaim seeking declaratory judgment and damages. With respect to the first one, in a Resolution and Order dated November 8, 1996 granting TPR's request for a provisional remedy, the Court went as far as stating that the entity calling itself Telecellular, Inc. had not even demonstrated its existence.

Thus, of the 4 remaining plaintiffs, only 3 are license corporations, and the complaint had been dismissed with respect to 2 of them, so the claim was only "alive" as to Mr. Conrad's Caribbean Spectrum, Inc.

As informed in our prior correspondence, a hearing on default was scheduled for today on TPR's counterclaim against these 4 remaining plaintiffs. They appeared, represented by Benjamin Angueira Aguirre. Mr. Paul Conrad and an unidentified advisor were also present. The hearing commenced at 9:30 a.m. at Courtroom 807, presided by the Honorable Heidi Paganí Padró. The judge began the proceedings by stating from the bench that she was granting TPR's request for partial summary judgment awarding the counterclaim's declaratory judgment action which declares the Joint Venture Agreement of May 1996 and related documents valid and enforceable, making the provisional remedy issued on November 8, 1996 a permanent and final remedy, and deciding in favor of TPR its counterclaim for damages against plaintiffs for tortious interference with valid contractual relationships. The Court then instructed TPR to present its evidence on the amount of damages that the plaintiffs will have to pay to TPR. We presented such evidence, consisting in the testimony of Mr. David L. Barrett, CFO of TPR and several documents. Plaintiffs' counsel cross-examined Mr. Barrett and the matter was submitted for final adjudication.

The Court's ruling from the bench, granting our declaratory judgment action on the validity and enforceability of the contracts and making the provisional remedy a permanent and final one, has the effect of directing the 3 remaining plaintiff license corporations to specifically comply with their contractual obligations to TPR, including the execution of the necessary forms and documents to transfer their SMR licenses to TPR. This means that at present there is no pending legal action in which the validity and enforceability of the Joint Venture Agreement of May 26, 1996 and related contracts are being challenged. Each and every of plaintiffs' claim in the original petition and in the amended petition have been dismissed, and all of TPR's requests for remedies have been granted.


Mr. Roger Crane, CEO
Mr. David L. Barrett, CFO
July 15, 1997

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It is expected that the Court will shortly issue a judgment awarding TPR monetary damages. Whether TPR will be able to execute said judgment and actually collect some damages is at present uncertain. First of all, it is unlikely that the entity claiming to be "Telecellular, Inc., a Delaware corporation" exists at all and it is extremely unlikely that it has any assets. Secondly, we were advised today that said entity, together with Caribbean Spectrum, Inc. have filed for bankruptcy before the U.S. Bankruptcy Court for the District of Puerto Rico. We do not yet have copies of the bankruptcy petitions and are unaware of the assets and liabilities being claimed by each entity. Thirdly, the judgment that will be issued shortly as a result of today's hearing, will not become firm, final and unappealable until after 30 days from its date of issuance by the Clerk of the Superior Court. During that time, any of the parties affected by the judgment can appeal the same to the Puerto Rico Court of Appeals. In that event, we would, of course, defend the award in favor of TPR, and are equally confident that it should be sustained.

The above is a summary of Court proceedings in the case as they stand today, but if you need any documents or further details, please do not hesitate to contact us at your convenience.

Cordially,



A. J. Bennazar Zequeira

/mt

C: Mr. Edward Nemeth
Mr. Ramón Solla
Leopoldo Cabassa, Esq.

[e]b\tpc\2crane.der]

EXHIBIT E



October 31, 1997

Federal Communications Commission
Attn: Mr. Terry Fishel
Gettysburg, PA 17325

Reference: Telecellular, Inc. Filing

Dear Sir:

This letter is filed in support of the filing by Telecellular, Inc. for a request to extend construction time of their trunked SMR systems. As the designated supplier of equipment, we wish to offer the following information for the Federal Communications Commission during their deliberation of the request.

At the end of May, 1997, we met with Telecellular, Inc. and started to negotiate a deal that would allow the E.F. Johnson Company to supply the necessary equipment for their system. Negotiations extended over several months and on August 1, 1997, a purchase order was executed to allow the E.F. Johnson Company to build and install the 800 MHz system.

At that time, the E.F. Johnson Company was going through a reorganization and sale of the facilities. Because of the potential sale and other issues, we did not build any form of radios from portable and mobiles to the infrastructure. Further, with the downsizing of employees, we were further behind in orders and meeting obligations. Our commitment to Telecellular, Inc. was also affected by this action. We could supply no product to them until the middle of this month. Thus we support their request for an extension due to lack of product and the time needed to manufacture their radios.


We feel that a request to extend their construction period from November 20, 1997 for forty-five (45) days is well within the time we will need to finish the system. We have shipped some products, with the first shipment being picked up on Wednesday, October 29, 1997. We will, if the weather continues to cooperate and there is no workforce problems, be about 50% (fifty percent) completed by the end of November 1997. Total construction and acceptance should be completed by the end of January 1998.

Federal Communications Commission
October 31, 1997
Page 2

To conclude, an extension of 45 days will allow this company to complete the manufacturing, shipping, and installation of the total system for Telecellular, Inc. Due to the sale of the company, the non-manufacturing of product, we ask the commission to understand the problems encountered by the licensee and ask that they act on the request with the extension of time for construction.

Thank you for your assistance, and understanding in this matter.

Sincerely,



Fred Hamer
Vice President, International

/jm

EXHIBIT F

Pedro J. Plzá Serra, P.E.

P.O. Box 1373

Ponce, PR 00732

Work: (787)844-0222

Fax : (787)842-9809

OBJECTIVE

Consulting Electrical and Communications Engineer

EDUCATION

University of Puerto Rico, Mayagüez, P.R.

B.S. in Electrical Engineering, May 1970.

Professional Engineering License, 1971.

Federal Communication Commission (FCC)

Engineering License, First Class Radiotelephone
with Radar Endorsement, 1971.

FCC Extra Class Communication Licenses, 1972.

Graduate from Foxboro in Pneumatic and Electronics
Industrial Instrumentation 1972.

PROFESSIONAL EXPERIENCE

1997-Present Consultant Engineer for Telecellular, Inc. (Texas)

1997-Present Consultant Engineer for CODECOM.

1997-Present Consultant Engineer for Banco Popular de P.R.

1996-1996 Consultant Engineer for WCAD-FM BPS of Puerto Rico, Inc.

1996-Present Consultant Engineer for Centennial of P.R.

1996-Present Consultant Engineer for Southern Fabricators and Erectors.

1996-Present Consultant Engineer for Ericsson, Inc.

1996-Present Consultant Engineer for San Francisco Communications

1995-Present Consultant Engineer for WKAQ.

1995-Present Consultant Engineer for WAPA-TV Channel 4 Pegasus Broadcasting.

1995-Present Consultant Engineer for Westinghouse Electric.

1995-Present Consultant Engineer for DOC/NOAA/National Services.

1995-Present Consultant Engineer for ProCaribe.

1995-Present Consultant Engineer for Puerto Rico Energy & Power Authority.

1995-Present Consultant Engineer for LAC Communication.

1995-Present Consultant Engineer for TCI Cable Co.

1995-Present Puerto Rico Cement - Design and installation of paging system.

1994-Present Consultant Engineer for Hytech Communication.

1993-Present Consultant Engineer for Pagenet Corp. in Texas for their Paging Network in Puerto Rico.

1993-Present Consultant Engineer for Greater San Juan Cable TV for interference analysis to radio communication.

1993-Present Consultant Engineer for Damas Hospital.

1992-Present Consultant Engineer for Bristol Myers Plant in Ponce, PR in electrical power, electronics and communication field.

1991-Present Consultant Engineer for The Puerto Rico Department of Natural Resources (Flood Control Division) electrical power and radio communication.

1992-Present Design, preparation of specifications and supervision of the Mayaguez Municipal Medical and Police Communication System.

1991-Present Consultant Engineer for Celpage in Guaynabo, PR in design of their network and interference analysis.

1991-Present Consultant Engineer for Vozgas Construction.

1990-Present Consultant Engineer for Motorola de P.R.

1990-Present Consultant Engineer for Cellular-One of PR, electric, electronics and communications.

1990-Present Consultant Engineer for Catholic University Broadcast Station WEUC AM-FM, electric, electronic and communication engineering.

- 1989-92 Organized, participated and directed major project specification, design and construction for combined fields of Engineering for PR Water and Sewer Authority in Coamo, PR. This project includes the use of a computer that remotes controls by radiowaves wells, booster pumps and tank levels.
- 1989-Present Consultant Engineer for Mr. Beeper in Rio Piedras, PR electrical, electronics and communication engineering.
- 1989-Present Consultant Engineer for Ponce Broadcast WZAR/WLEO electrical, electronic and communication engineering.
- 1987-94 Consultant Engineer for the Puerto Rico Department of Health Emergency Medical Design, prepared specifications, supervised the installation of the Communication System including assisting the EMS in obtaining all license and authorization from the Federal and local Government Agencies. The EMS system is the third largest communication system on the island of Puerto Rico. It consists of a microwave network that link five control centers and seven repeater sites. The DOH-EMS system was the only communication system that stay in operation and survived Hugo Hurricane.
- 1985-Present Consultant Engineer for Rama Construction.
- 1985-Present Consultant Engineer for Adjuntas Municipal Gov.
- 1985-Present Consultant Engineer for Ponce Municipal Civil Defenses.
- 198-Present Consultant Engineer for WHOY Salinas.
- 1978-Present Consultant Engineer for Alarmas de Ponce Inc. Designed and construct Telemetric System to control alarms via radiowaves.
- 1978-Present Consultant Engineer for Comas Construction.
- 1976-79 Teleclub design and construction. Dominican Republic largest television multidistribution system using geostationary satellite to link Earth stations
- 1973-77 Director of Instrumentation Department of The Ponce Institute of Technology
- 1973-77 Professor of Electronics and Radio Communication for the Ponce Institute of Technology School.

- 1972-88 Consultant Engineer for Maintenance and Engineering Services (MES) in Ponce.
- 1970-82 Consultant Engineer for Bumble Bee tuna fish plant in Mayaguez for electrical and communication engineering for their Tuna Fish Boat.
- 1970-82 Consultant Engineer for National Packing in Ponce. Design and construction of high frequency and VHF marine coastal station. Responsible for the maintenance of all electronic equipment of the tuna fish boats, including radar, auto pilot, SSB HF and VHF.
- 1970-73 Design and construction of pneumatic and electronics instrumentation project for: FPG in Guayanilla, PR, Puerto Rico Olefins, Corco, and Eli Lilly in Mayaguez.

PROFESSIONAL, CIVIC AND SOCIAL ORGANIZATION MEMBERSHIP

Colegio de Ingenieros y Agrimensores de PR.
 Licensed Professional Engineer Núm. 6059.
 I.E.E.E. (Institute of Electric and Electronics Engineers)
 Puerto Rico Amateur Radio League.
 American Radio Relay League.
 Federación de Radioaficionados de Puerto Rico.

EXHIBIT 21

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

APPROVED BY OMB

SPECIAL USE

NOV 21 1997

FCC USE ONLY

(1) LOCKBOX # 358750

PAGE NO 1 OF 1

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Lukas, McGowan, Nace & Gutierrez, Chartered

(3) TOTAL AMOUNT PAID (amount and cents)

135.00

(4) STREET ADDRESS LINE NO 1

1111 Nineteenth Street, N.W., Suite 1200

(5) STREET ADDRESS LINE NO 2

(6) CITY

Washington

(7) STATE

D.C.

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 857-3500

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

TeleCellular de Puerto Rico, Inc.

(12) STREET ADDRESS LINE NO. 1

340 North Main Street, Suite 204

(13) STREET ADDRESS LINE NO. 2

(14) CITY

Plymouth

(15) STATE

MI

(16) ZIP CODE

28170

(17) DAYTIME TELEPHONE NUMBER (include area code)

(313) 453-6600

(18) COUNTRY CODE (if not in U.S.A.)

(313) 453-6620

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

WPDF791

(20A) PAYMENT TYPE CODE (PTC)

P A L M

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

45.00

FCC USE ONLY

(19A) FCC CODE 1

(20A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

WPDF790

(20B) PAYMENT TYPE CODE (PTC)

P A L M

(21B) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

45.00

FCC USE ONLY

(19B) FCC CODE 1

(20B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

WPDF792

(20C) PAYMENT TYPE CODE (PTC)

P A L M

(21C) QUANTITY

1

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

45.00

FCC USE ONLY

(19C) FCC CODE 1

(20C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(19D) FCC CODE 1

(20D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(23)

PAYER TIN

0 5 2 1 3 8 6 7 1 1

(24) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME

APPLICANT TIN

0 6 8 0 3 4 9

SECTION E - CERTIFICATION

(25) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(26)

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MASTERCARD

1 2 3 4 5 6 7 8 9 0 1 2 3 4 5 6 7 8 9 0

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the services/authorizations as herein described

AUTHORIZED SIGNATURE

DATE

**NOTICE TO INDIVIDUALS REQUIRED BY THE
PRIVACY ACT OF 1974 AND THE PAPERWORK
REDUCTION ACT**

The solicitation of the personal information requested in this form is authorized by the Communications Act, Sections 3 & 9, and other debts under the Debt Collection Improvement Act of 1996, P.L. 104-134. The form will be used primarily to capture information to maintain required accounts receivable, and collect fines and debts due the Commission. As part of the Debt Collection Improvement Act, agencies are authorized to refer specific Taxpayers Identification information which includes Employer Identification Numbers and Social Security Numbers to the Department of Treasury for further investigation and possible enforcement of a statute, rule, regulation or order. If we believe there may be a violation or potential violation of a FCC statute, regulation, rule or order, your application may be referred to the Federal, state, or local agency responsible for investigating, prosecuting, enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed to the Department of Justice or a court or adjudicative body when (a) the FCC; or (b) any employee of the FCC; or (c) the United States Government, is a party to a proceeding before the body or has an interest in the proceeding. If information requested on the form is not provided, processing of the application/filing may be delayed or returned without action pursuant to Commission rules.

If you owe a past due debt to the Federal Government, the taxpayer identification number (such as your social security number) and other information you provide may also be disclosed to the Department of the Treasury, Financial Management Service, other federal agencies and/or your employer to offset your salary, IRS tax refund or other payments to collect that debt. The FCC may also provide this information to these agencies through the matching of computer records when authorized

We have estimated that each response to this collection of information will take, on average, 30 minutes. Our estimate includes the time to read the instructions, look through

existing records, gather and maintain required data, and actually review and complete the form. If you have any comments on this estimate, or on how we can improve the collection of this data to reduce the burden it causes you, please write the Federal Communications Commission, AMD-PERM, Washington, DC 20554, Paperwork Reduction Project (3060-0589). We will also accept your comments via the Internet if you send them to jboley@fcc.gov. Please DO NOT SEND COMPLETED APPLICATION FORMS TO THIS ADDRESS.

Remember -- You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0589.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e) (3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 Hrs

FCC Use Only
(File Number)

5001451
SMR

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PALM	3	\$45.00	\$ 135.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor Island Digital Communications, Inc.		T2. Voice Telephone Number (787) 740-2504	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number ()	
T5. Mailing Street Address or P.O. Box Box 3189			
T6. City Bayamon		T7. State PR	T8. Zip Code 00960
T9. Name of Contact Representative (if other than Assignor or Transferor) Ms. Elizabeth Sachs, Esq.		T10. Voice Telephone Number (202) 828-9471	
T11. Firm or Company Name Lukas, McGowan, Nace & Gutierrez		T12. Fax Telephone Number (202) 828-8409	
T13. Mailing Street Address or P.O. Box 1111 Nineteenth St., N.W. Suite 1200			
T14. City Washington		T15. State DC	T16. Zip Code 20036

TYPE OF TRANSACTION

T17. This application requests	(A)	Assignment of authorization	Consent to Transfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished?	(S)	Sale or other transfer or assignment of stock	Other
T19. This assignment of authorization or transfer of control of licensee is	(I)	Voluntary	Involuntary
T20. Will this be a <u>pro forma</u> assignment or transfer of control?	(N)	Yes	No
T21. Is local or state authorization required for this assignment or transfer of control?	(N)	Yes	No

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. N/A	T28.
Shares issued and outstanding	T29. N/A	T30.
Shares authorized	T31. N/A	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as T41-T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee TeleCellular de Puerto Rico, Inc.		T42. Voice Telephone Number (313) 453-6600	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (313) 453-6620	
T45. Mailing Street Address or P.O. Box 340 North Main Street, Suite 204			
T46. City Plymouth		T47. State MI	T48. Zip Code 48170

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) Yes No
T50. Is the assignee or transferee an alien or the representative of an alien?	(N) Yes No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N) Yes No
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) Yes No
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? <small>* See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.		
T59. Typed Name of Person Signing <div style="text-align: center;">Ramon Rivera Mulero</div>	T60. Title <div style="text-align: center;">Director</div>	
T61. Signature <i>by [Signature]</i> <div style="text-align: center;"><i>Supreme Court Marshal</i></div>	T62. Date <div style="text-align: center;"><i>Nov. 10, 1997</i></div>	

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.		
T63. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation		
T64. Typed Name of Person Signing Roger Crane	T65. Title President	
T66. Signature	T67. Date	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).		

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) Yes No
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) Yes No
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) Yes No
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) Yes No
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(Y) Yes No

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing Ramon Rivera Mulero	T60. Title
T61. Signature	T62. Date

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T64. Typed Name of Person Signing Roger Crane	T65. Title President
T66. Signature <i>Roger Crane</i>	T67. Date 11/20/97
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

**Assignment to Telecellular de Puerto Rico, Inc.
FCC Form 490: Exhibit 19**

Description of Transaction

This three part application package requests Federal Communications Commission ("FCC" or "Commission") consent to the involuntary assignment of three sets of Specialized Mobile Radio ("SMR") stations to TeleCellular de Puerto Rico, Inc. ("TPR") pursuant to Rule Section 90.153:¹

1. Application to assign stations WPDF775, WPDF776 and WPDF777 from Caribbean Spectrum, Inc.,
2. Application to assign stations WPDF351, WPDF799 and WPDF801 from Island SMR, Inc.; and
3. Application to assign stations WPDF790, WPDF791 and WPDF792 from Island Digital Communications, Inc.

As none of the stations associated with these applications are constructed, no construction certifications are included with the applications. Rule Section 90.609(b) allows the Commission to give its consent to the assignment of conventional or trunked 800 MHz stations prior to completion of their construction where the assignment is involuntary.² As explained herein, the assignments requested have been ordered by the Superior Court of San Juan, Puerto Rico; therefore, the applications are involuntary and the FCC may grant them, even though the stations are not constructed.

On October 23, 1997, the Superior Court, San Juan entered a Notice of Judgement in which it ordered the three assignors, Caribbean Spectrum, Inc., Island SMR, Inc. and Island Digital Communications, Inc. to sign the documents necessary to effectuate the transfer of their SMR licenses to TPR.³

Therefore, the court orders Caribbean Spectrum, Inc., Island SMR, Inc. and Island Digital Communications, Inc. to comply specifically with the documents

¹ 47 C.F.R. § 90.153.

² See, 47 C.F.R. § 90.609(b)(2). The rule specifies the permissive nature of such transfers where "the assignment or transfer is involuntary due to the licensee's insolvency, bankruptcy, incapacity, or death." TPR submits that this list is illustrative and not exhaustive, and that the instant situation is similar to that of a bankruptcy where a court orders the licenses to be transferred.

³ See, copy of Summary Judgment and english translation of same attached hereto.

of May 26, 1995, and particularly to each respective Director of each of these corporations, that in a time frame of no longer that [sic] ten days they sign all the documents, in [the] name of the license corporation they represent, to transfer the licenses of SMR they have to TPR in exchange for 25,000 common shares stocks once the transfer is approved. We authorize the court Marshall of the San Juan Superior Court to sign referred documents for each of those entities if their respective Director fails to do so in the next ten days.⁴

The respective directors failed to sign the needed FCC forms in the ten days specified, accordingly, the San Juan Superior Court Marshall signed the FCC Form 490s on November 18, 1997.⁵ An explanation of the law suit is attached.⁶

The FCC Form 430: Licensee Qualification Report for TPR is attached hereto.

Grant of these applications will serve the public interest by allowing TPR to provide telecommunications service to the public.

⁴ See, English translation of Judgement at Page 15.

⁵ Rule Section 1.913 specifies that an application must be signed by the applicant, while subsection (b) of that rule provides that the application may be signed by the applicant's attorney in case of the applicant's physical disability or absence from the United States, as long as the attorney separately sets forth the reason why the application is not signed by the applicant. *Id.* Although the circumstances surrounding this application do not fall squarely within the rule, TPR has been advised by the FCC that no waiver is required. If after the Commission examines this set of applications, the FCC determines a waiver is necessary, TRP respectfully requests that the FCC consider this a waiver request and bill TPR accordingly.

⁶ The Commission was previously advised of this law suit in Telecellular's *Petition for Reconsideration*, (filed June 20, 1997); *Memorandum Opinion and Order*, PR Docket No. 93-144, DA 97-2373, 12 FCC Rcd ____ ¶¶ 23-26 (rel. Nov. 12, 1997).

EXHIBIT I

APPLIES TO T18, T19 AND T59-T62
OF FORM 490

Telecellular, Inc. (*plaintiff*)

vs.

Telecellular de Puerto Rico, Inc. (*defendant*)

Case number: K PE96-0263 Courtroom number 807

Attorney Garcia Perez, Jose Rafael

Notice of Judgment

The undersigned secretary notifies you that this court has issued judgment in the referenced case as of October 23, 1997, it has been properly registered and filed in the records of this case, where you may be informed of its terms in detail.

And you being or representing the party penalized by the sentence, of which an appeal may be taken, I address to you this notice, having filed with the records of the case a copy of the same on October 24, 1997.

AJ Bennazar Zequeira, Esq.

Benjamin Anguiera Aguirre, Esq.

Cespedes Rodriguez Ema Mari Marta, Esq.

Conrad Paul J.

Martinez Reynaldo

San Juan, Puerto Rico. October 24, 1997

Carmen L. Lopez Cruz
Secretary

by: Maritza Rosa Lozada
Auxiliary Secretary

OAT 784 Notice of Judgment

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Telecellular, Inc. et al (*plaintiffs counteclaimed*)

vs.

Telecellular de Puerto Rico, Inc. et al (*defendant and counterclaimant*)

Case number: K PE96-0263 Courtroom number 807

Findings and Conclusions of Law and Judgment by Default

At the hearing held on July 15, 1997 to discuss the damages claimed by the Telecellular de Puerto Rico, Inc. (TPR) in their counter claim they appeared represented by A.J. Bennazar Zequeira, Esq. and Jose R. Garcia Perez, Esq. The plaintiffs counterclaimed were represented by Benjamin Angueira Aguirre, Esq.

Before the presentation of witnesses and with consent of both parties, the court, from the bench, resolved a pending adjudication of partial summary judgment presented by the defendants and opposition presented by the defendants that were pending adjudication in the records of this case when it was assigned to the undersigned judge.

Accordingly we determined that the defendants had established that there was no dispute as to any essential fact and that as a matter of law - except awarding of damages - definitely counterclaimants were entitled to partial summary judgment in their favor.

At the trial, the defendants presented documentary and oral evidence consisting of

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testimony of David L. Barrett, qualified expert in industrial financing and Chief Financial Officer of TPR.

The plaintiff cross examined Mr. David L. Barrett.

Having weighed all the proof and for a clear understanding of the issues, the court formulates the following:

Findings

1. Telecellular de Puerto Rico, Inc. is a corporation organized under the laws of Delaware, with offices in San Juan, Puerto Rico, that was created with the objective of developing and administering a telecommunications system in Puerto Rico.
2. The counter sued Caribbean Spectrum, Inc. Island SMR, Inc. and Island Digital Communications, Inc. are corporations organized under the laws of Delaware with offices in San Juan, Puerto Rico. (1)
3. The Federal Communications Commission (FCC) granted three licenses to the plaintiffs to operate five channels in the 800 MHz frequency range in different parts of Puerto Rico.
4. In March of 1993, another twelve corporations, also organized under the laws of Delaware, obtained three licenses to operate five channels in the 800 MHz frequency band in different parts of Puerto Rico.

(1) Through the partial judgment issued earlier in this case, the actions between the other entities that appeared in the Amended Complaint and TPR were dismissed.

At the trial it, it appeared that Telecellular, Inc. and Caribbean Spectrum, Inc. had filed for bankruptcy under Chapter 11 of Bankruptcy Court.

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The remaining plaintiffs and counterclaimed entities will be subsequently known as the "License Corporations".

5. On March 21 1994, Mr. Paul Conrad signed fifteen similar documents titled "Joint Venture Agreement" by which all the "License Corporations" agreed to integrate themselves into the telecommunications system proposed by TPR. In one of these documents Paul Conrad appeared representing both parties and signed twice. Conrad also signed fourteen documents in representation of Telecellular, Inc. In these documents it was identified as a "Puerto Rico Corporation".